

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NEW YORK

MOOG INC.,

Plaintiff,

v.

Case No. 1:22-cv-00187-LJV-JJM

SKYRYSE, INC., ROBERT ALIN
PILKINGTON, MISOOK KIM, and DOES NOS.
1-50,

Defendants.

DECLARATION OF PAUL STOELTING

PAUL STOELTING, under penalty of perjury and pursuant to 28 U.S.C. § 1746,
declares the following to be true and correct:

I. Background

1. My name is Paul Stoelting. I provide this declaration in support of Moog Inc.'s Opposition to defendant Skyryse, Inc.'s Motion to Dismiss or, Alternatively, to Transfer Venue. I am over the age of 18 years old. I have personal knowledge of the matters set forth herein and if called as a witness, I could and would competently testify as to all facts set forth herein.

2. I graduated from Rochester Institute of Technology in 1999, receiving a Bachelor and Master of Science in Mechanical Engineering. I received a Master of Science in Computer Science from State University of New York at Buffalo in 2010. In 2022, I received a Master of Science in Finance from Georgetown University.

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3. I have worked at Moog Inc. (“Moog”) since 1996, when I joined as Development Engineer. I have held various titles at Moog over my 25 year tenure. From 2018 through February 2021, I served as Director of Programs, Innovation & Technology. From February 2021 through present, I have served as Director, AG Growth & Innovation. All employees working in Moog’s Growth and Innovation Group are located in New York. At all relevant times, I have lived in New York and worked out of Moog’s New York offices.

4. Beginning in January 2018, I transitioned from the Moog Aircraft Group – Commercial to Moog Aircraft Group – Growth and Innovation. This group was led by Dave Norman, who at the time was Director – Growth and Innovation. I was the number two person in this group working directly under Mr. Norman. The purpose of the Growth and Innovation Group was to explore new and innovative business opportunities for Moog outside of its existing business channels. The focus of the Growth and Innovation Group evolved over time, but gradually became more centered on flight controls and the front end of aircraft functionality. Going into 2019, the group’s focus was geared more towards helicopter flight control.

5. I helped build out the Growth and Innovation Group team. In 2019, I was leading a group of approximately 15 employees, all of whom were previously internal to Moog and had moved to the Growth and Innovation Group.

6. In 2020, Mr. Norman transitioned to a different role in Moog as VP of Engineering. Therefore, I assumed Mr. Norman’s role as leader of the Growth & Innovation Group.

II. Business Opportunity With Skyryse

7. In 2018, Moog began exploring a potential business opportunity with a company called Skyryse. This business opportunity was explored and developed through Moog’s Growth

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and Innovation Group. At all times, I was directly involved in exploring the potential business opportunity with Skyryse, as well as managing the projects that Moog and Skyryse ultimately agreed under contract to engage on.

8. Based on what Skyryse represented that its business plan was, it seemed like a perfect fit for Moog based on Moog's prior capabilities but also desire to enter into new markets. During these initial discussions, Skyryse represented that it wanted to offer on-demand helicopter transportation to the general public, through the use of automated flight system technology. Under this structure, Moog would provide the automated helicopter flight control systems (including flight control software, actuators, and computers), and Skyryse would install and implement this technology into their business. Skyryse represented that it would install Moog's flight control systems into Skyryse's fleet of R-44 helicopters.

9. Under Skyryse's initial proposed business model, Skyryse's goal was to eventually offer unmanned helicopters through an automated flight system. However, in the early stages of its business Skyryse intended to have a safety pilot on board which could override the automated flight system and take control if needed. The roles as represented by Skyryse would be that Skyryse would have its own central computers which would send a command to Moog about where a certain helicopter would fly to, and Moog would take care of the flight control aspect (including takeoff, navigation, and landing).

III. In-Person Meetings Between Moog and Skyryse in New York

10. I was involved in the early discussions and meetings with Skyryse before any contract was entered into. These discussions first started in mid-2018. There were also three in-person meetings between Skyryse and Moog personnel at Moog's facilities in East Aurora, New York.

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11. In early 2019, there was an in-person meeting between Skyryse and Moog representatives at Moog's facilities in East Aurora, New York. Mark Groden (CEO) and Gonzalo Rey (COO) attended on behalf of Skyryse. Myself, Jeff Ehret, Dave Norman, George Small, and John Scannell attended on behalf of Moog. Groden and Rey came to Moog's New York facilities as a kickoff meeting to introduce Skyryse to Moog for contemplated projects between the companies, and also to seek fundraising for Skyryse.

12. On August 7 and 8, 2019, there was a two-day design review meeting between Skyryse and Moog representatives at Moog's facilities in East Aurora, New York. Gonzalo Rey, Steven Wang, and Hussein Khimji attended on behalf of Skyryse. Myself, Larry Hall, Cliff Flanders, Bill Recktenwald, Chris Burgess, and Lukas Supek attended on behalf of Moog. The purpose of the meeting was for a preliminary design review for the systems that Moog was to provide to Skyryse under Phase 1 of the then-operative Statement of Work.

13. On February 12, 2020, there was a one day design review meeting between Skyryse and Moog representatives at Moog's facilities in East Aurora, New York. Rey, Chris Smith, and Steven Wang attended on behalf of Skyryse. Myself, Larry Hall, Cliff Flanders, Bill Recktenwald, and Lukas Supek attended on behalf of Moog. The purpose of the meeting was for a critical design review for pedal sensor assembly and tail rotor actuator.

14. In addition, between late 2019 and early 2021, there was at least one scheduled videoconference meeting per week via Zoom or Microsoft Teams between Skyryse personnel and Moog personnel. The Moog personnel attending such videoconference meetings were all located at Moog's East Aurora, New York facilities.


15. Skyryse sent all contract materials to the attention of my group or other Moog personnel at Moog's offices in East Aurora, New York. The 2018 NDA and 2019 NDA were

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signed by Dave Norman (located in East Aurora, New York), on behalf of Moog. (ECF 4-10, 4-11). The Statement of Work for Phase I of the project between Moog and Skyrise dated May 31, 2019 was sent to and addressed to Dave Norman and listed our group's address in East Aurora, New York. (ECF 4-12). The June 3, 2019 Terms and Conditions of Sale between Moog and Skyrise was signed by Dave Norman, on behalf of Moog. (ECF 4-13). The May 22, 2020 request for quote sent by Skyrise to Moog was sent to and addressed to Timothy Abbott from Moog's Aircraft Group located in East Aurora, New York. (ECF 4-14). Moog's response to that request for quote, dated September 22, 2020, was sent to Skyrise by Moog's Aircraft Group, located in East Aurora New York (as shown by letterhead). (ECF 4-15). Skyrise's rejection of that bid was again communicated to my team at Moog's New York offices.

I declare that the foregoing is true and correct under penalty of perjury under the laws of the United States of America.

Dated: April 12, 2022


Paul A. Stoelting